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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 9440  
(FREDDIE L. JOHNSON)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Freddie L. Johnson ("Johnson") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9440 (Freddie L. Johnson) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Johnson filed proof of claim number 9440 against Delphi Automotive Systems LLC ("DAS LLC") on July 13, 2006, which asserts an unsecured non-priority claim (the "Claim") stemming from an employment discrimination lawsuit.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on April 25, 2007 in order to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Johnson entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$15,000.00.

WHEREAS DAS LLC is authorized to enter into this Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise or Settle Certain Classes of Controversy and Allow Claims Without Further Court Approval (Docket No. 4414) entered by the this Court on June 29, 2006.

THEREFORE, DAS LLC and Johnson stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$15,000.00 and shall be treated as an allowed general unsecured non-priority claim.

So Ordered in New York, New York, this 27th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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